

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11 Case No.  
 :  
LEHMAN BROTHERS HOLDINGS INC., *et al.*, : 08-13555 (JMP)  
 :  
Debtors. : (Jointly Administered)  
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**STIPULATION, AGREEMENT AND ORDER  
BETWEEN DEBTORS AND 1031 HERITAGE PARK II LLC  
EXTENDING THE TIME TO ASSUME OR REJECT LEASE OF  
NONRESIDENTIAL REAL PROPERTY AT HERITAGE PARK II**

TO THE HONORABLE JAMES M. PECK  
UNITED STATES BANKRUPTCY JUDGE:

This stipulation, agreement and order (“Stipulation, Agreement and Order”) is entered into by and between Lehman Brothers Holdings Inc. (“LBHI” and, together with its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession, the “Debtors”), on the one hand, and 1031 Heritage Park II LLC (“Heritage Park”) and the tenant in common owners (the “TIC Owners”), on the other hand.

**RECITALS**

A. On September 15, 2008 and periodically thereafter (as applicable, the “Commencement Date”), LBHI and certain of its subsidiaries commenced with this Court voluntary cases under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). The Debtors’ chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”). The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

B. Pursuant to that certain lease, dated as of March 18, 2003 (as amended on June 18, 2003 and September 29, 2007, the “Lease”), by and between Heritage Park and the TIC Owners, as landlord (the “Landlord”), and LBHI, as tenant, all as successors in interest, Landlord

leases to LBHI certain office space in a building located at Heritage Park II, 6666 East 75th Street, Indianapolis, Indiana.

C. By motion dated December 29, 2008, the Debtors moved the Court, pursuant to section 365(d)(4) of the Bankruptcy Code, for an extension of the period within which the Debtors must assume or reject unexpired leases of nonresidential real property through and including April 13, 2009 (the “Extension Motion”) [Docket No. 2406]. By order dated January 15, 2009, the Court granted the Extension Motion [Docket No. 2548].

**NOW, THEREFORE, UPON THE FOREGOING RECITALS, WHICH ARE INCORPORATED AS THOUGH FULLY SET FORTH HEREIN, IT IS HEREBY STIPULATED AND AGREED, BY AND BETWEEN THE DEBTORS AND HERITAGE PARK, THROUGH THEIR RESPECTIVE UNDERSIGNED COUNSEL AND, UPON COURT APPROVAL HEREOF, IT IS ORDERED THAT:**

1. Pursuant to section 365(d)(4)(B)(ii) of the Bankruptcy Code, the time period within which LBHI may determine to assume or reject the Lease pursuant to section 365(d)(4) of the Bankruptcy Code hereby is extended through and including June 30, 2009.

2. Each person who executes this Stipulation, Agreement and Order on behalf of a party or parties hereto represents that he is duly authorized to execute this Stipulation, Agreement and Order on behalf of such party or parties.

3. This Stipulation, Agreement and Order may be executed in multiple counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

4. This Stipulation, Agreement and Order is subject to approval of the Court and shall be of no force and effect unless and until it is approved.

5. This Stipulation, Agreement and Order may not be amended or modified except by further order of the Court.

6. This Stipulation, Agreement and Order and all of the provisions hereof shall be binding upon, and inure to the benefit of, the parties hereto and their respective successors and assigns.

7. Each of the parties hereto irrevocably consents to the jurisdiction of the Court with respect to any action to interpret or enforce the terms and provisions of this Stipulation, Agreement and Order and expressly waives any right to commence any such action in another forum.

Dated: April 7, 2009

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Attorneys for 1031 Heritage Park II LLC and  
TIC Owners

SO ORDERED this 10<sup>th</sup> day of April, 2009

/s/James M. Peck  
HONORABLE JAMES M. PECK  
UNITED STATES BANKRUPTCY JUDGE